

LUTHERAN THEOLOGICAL SEMINARY
GETTYSBURG, PENNSYLVANIA

CONSTITUTION

ARTICLE I

Name, Relationships, Objects, and Corporate Title

- Section 1. The name of this institution shall be, "Lutheran Theological Seminary at Gettysburg, Pennsylvania."
2. This Seminary is the legal and historic successor of "The Theological Seminary of the General Synod of the Evangelical Lutheran Church in the United States, or the United Lutheran Church in America."
3. This Seminary is related to the designated supporting Synods of the Lutheran Church in America, in accordance with the Constitution of the Lutheran Church in America.
4. The objects of the Seminary are:
- To prepare men for the ordained ministry, especially in the Lutheran Church.
 - To prepare men and women for Christian education, missionary service, parish work, and such other areas as may be needed.
 - To aid in the theological preparation of the laity for Christian responsibility.
 - To encourage and assist in the continuing education of pastors; and
 - To maintain a program of graduate study.
5. OFFICES: The principal office of the corporation shall be located on the campus of the Seminary in the Borough of Gettysburg, Adams County, Pennsylvania.
6. SEAL: There is hereby adopted as the official seal of the corporation an insigne, a replica of impression of which is affixed adjacent hereto.

ARTICLE II

Doctrinal Basis

The program of this Seminary shall be in harmony with the Confession of Faith of the Lutheran Church in America, which is as follows:

- Section 1. This church confesses Jesus Christ as Lord of the Church. The Holy Spirit creates and sustains the Church through the Gospel and thereby unites believers with their Lord and with one another in the fellowship of faith.
2. This church holds that the Gospel is the revelation of God's sovereign will and saving grace in Jesus Christ. In Him, The Word Incarnate, God imparts himself to men.
3. This church acknowledges the Holy Scriptures as the norm for the faith and life of the Church. The Holy Scriptures are the divinely inspired record of God's redemptive act in Christ, for which the Old Testament prepared the way and which the New Testament proclaims. In the continuation of this proclamation in the Church, God still speaks through

- the Holy Scriptures and realizes His redemptive purpose generation after generation.
4. This church accepts the Apostles', the Nicene, and the Athanasian creeds as true declarations of the faith of the Church.
 5. This church accepts the unaltered Augsburg Confession and Luther's Small Catechism as true witnesses to the Gospel, and acknowledges as one with it in faith and doctrine all churches that likewise accept the teachings of these symbols.
 6. This church accepts the other symbolical books of the Evangelical Lutheran church, the Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large Catechism, and the Formula of Concord as further valid interpretations of the confession of the church.
 7. This church affirms that the Gospel transmitted by the Holy Scriptures, to which the creeds and confessions bear witness, is the true treasure of the church, the substance of its proclamation, and the basis of its unity and continuity. The Holy Spirit uses the proclamation of the Gospel and the administration of the Sacraments to create and sustain Christian faith and fellowship. As this occurs, the church fulfills its divine mission and purpose.

ARTICLE III

The Board of Directors

Section 1.

- a. The government of this Seminary shall be vested in a Board of Directors. Twenty-four (24) directors shall be elected by the synods supporting this Seminary. Three (3) additional directors shall be elected by each supporting synod upon nomination by the Board of Theological Education of the Lutheran Church in America. In addition to the elected members, the presidents of the synods of the Lutheran Church in America supporting this Seminary shall be ex-officio members of the Board. The elected membership of the Board of Directors shall be equally divided between pastors and laymen, so far as possible.
 - b. The president, the academic dean, and the treasurer of this Seminary shall be advisory members with seat and voice. The executive secretary of the Board of Theological Education of the Lutheran Church in America shall be a consultative member.
 - c. Presidents of synods shall not serve as officers of the Board or its Executive Committee.
2. The term of office of a director shall be three (3) years except as otherwise provided in this Constitution, and except that the terms of office of the Directors elected by the synods after the effective date of this section shall be such as to give eventual effect to the requirements of sub-section a of this section and of sub-section a of Section 1 of this Article. A director shall serve until his successor is elected. If a member of the Board of Directors absents himself from three (3) consecutive meetings without excuse, his office shall be declared vacant by action of the Board.

- a. Directors shall be elected in such manner that the term of office of approximately one-third (1/3) of them shall expire each year.
 - b. The number of directors allocated to each supporting synod shall be determined by the Board of Directors in proportion to the total number of confirmed members in good standing of the supporting constituency.
 - c. No elected member of the Board may succeed himself for a third consecutive full term.
 - d. Vacancies in the Board of Directors shall be filled by the Executive Board of the synod involved until the next convention of that synod, and where necessary upon nomination by the Board of Theological Education of the Lutheran Church in America.
 - e. Directors of this Seminary shall be members in good standing of a congregation of the Lutheran Church in America.
3. A majority of the elected members of the Board shall constitute a quorum.
4. MEETINGS:
- a. The Board of Directors shall hold two regular meetings each year, one of which shall be the annual meeting, and such other meetings as may be determined by the Board or Executive Committee. Written notice of all meetings shall be mailed to all Board members, no less than 10 days before the meeting.
 - b. The annual meeting of the Board shall be the first meeting following the annual conventions of the supporting Synods.
 - c. Meetings shall be held at the Seminary at Gettysburg, unless otherwise designated by the Board or Executive Committee.
5. DUTIES AND POWERS OF THE BOARD:
- a. To govern and direct its policies and procedures in conformity with the objects of the Seminary, as stated in Article I, Section 4, of this constitution.
 - b. To purchase, acquire, sell and convey, mortgage, pledge and otherwise dispose of real estate and all other property of whatsoever nature.
 - c. To elect the President of the Seminary, other administrative officers and the faculty members, and to discipline, suspend or discharge them, in accordance with provisions of the By-laws.
 - d. To grant such degrees as are properly granted by the Seminary upon recommendation by the faculty.
 - e. To elect the officers of the Board at the annual meeting.
 - f. To empower the Executive Committee to act on its behalf between Board meetings.

6. OFFICERS

- a. The officers of the Board shall be: chairman, vice-chairman, secretary and treasurer. The chairman, vice-chairman, and secretary shall be chosen from the elected members of the Board. The officers shall be elected at the annual meeting of the Board.

7. COMMITTEES

- a. Executive Committee: There shall be an Executive Committee as provided in the By-laws.
- b. Standing Committees: There shall be a Building and Grounds Committee and a Finance Committee. All members of standing committees shall be members of the Board.
- c. Special committees may be appointed by the chairman of the Board, with the approval of the Executive Committee. The chairman and a majority of the Committee shall be members of the Board.

ARTICLE IV

Administration

- Section 1. The president shall be an ordained minister of the Lutheran Church in America. A two-thirds (2/3) vote by written ballot of those present and voting shall be necessary for election. Following his election he shall be duly installed in his office, at which time he shall subscribe to the doctrinal basis of this Seminary. The tenure of office of the president of this Seminary shall terminate at the close of the academic year during which he attains retirement age. The president shall have faculty status.
2. The Board shall elect an academic dean, if the program of this Seminary requires such action. An academic dean shall have faculty rank and status. Provisions for the election and dismissal of faculty members shall apply.
 3. The Board shall elect a librarian according to the procedures for the election of faculty members. A librarian shall have faculty rank and status.
 4. The Board may elect such other administrative officers as are necessary. The area of assigned service and authority shall in each case be specifically defined.

ARTICLE V

Faculty

- Section 1. The Board of Directors shall elect members of the faculty and determine their academic rank and status upon recommendation of the president after his consultation with the faculty. A two-thirds (2/3) vote of those present and voting shall be necessary for election.
2. a. Professors and associate professors shall be installed into their office, at which time they shall subscribe to the doctrinal basis of this Seminary.

B. Professors and associate professors normally shall be ordained members of the Lutheran Church.

Section 3. A faculty member shall retire, in accordance with the By-laws, at the close of the academic year in which he shall have attained retirement age. Upon the recommendation of the president, the Board may appoint a person over retirement age on an annual basis as the needs of this Seminary may require.

ARTICLE VI

Students

Section 1. This Seminary shall be open to such students as meet the established qualifications for entrance and agree to the regulations of this Seminary.

2. A student may be suspended or dismissed by the faculty:
 - a. For persistent idleness, negligence, or insubordination, after just and proper means have been taken by the faculty to correct the fault.
 - b. For any behavior which in the judgment of the faculty does not justify continuance in this Seminary.
 - c. For failure to maintain the required minimum academic standing.

ARTICLE VII

Amendments

This constitution may be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) affirmative vote of the members of the Board present and voting, provided that the proposed amendment first has been submitted in writing at a previous regular or special meeting of the Board, at least 3 months prior to the intended date of its adoption, and provided also that a copy of the proposed amendment be mailed to each member of the Board accompanying the notice of the meeting at which it is proposed to be adopted.

BY-LAWS

ARTICLE I - BOARD OF DIRECTORS

Section 1. DELEGATED POWERS:

The Board of Directors may, by a two-thirds vote of the members present and voting at any regular or special meeting, delegate the exercise of certain specific powers to the executive committee, a standing committee, a special committee, or to specified officers of the Seminary, subject, however, to subsequent approval by the Board.

Section 2. MANNER OF ACTING:

(a) MAJORITY:

The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Constitution or

by these By-Laws. Upon unanimous approval of the Executive Committee a mail vote shall be deemed valid.

(b) SIGNATURES REQUIRED:

The president of the Seminary and the business manager are hereby authorized to execute and deliver on behalf of the Corporation and its Board of Directors all contracts and official papers for routine matters and for expenditures authorized by the Board of Directors or included in the budget. Contracts for the sale of real estate, also leases, mortgages, deeds, stocks, bonds and other evidences of indebtedness or other legal documents may be executed by the president of the Seminary only on direction of the Board of Directors, the Executive Committee or a standing committee.

In the absence or incapacity of the president of the Seminary or if the office of the president of the Seminary is vacant, the chairman or the vice chairman of the Board shall perform the above duties.

Section 3. OFFICERS AND DUTIES:

(a) TENURE AND MANNER OF ELECTION:

The officers of the Board shall each serve for a period of one year or until their successors are duly elected, and except for the Treasurer shall be eligible for election for not more than three consecutive full terms.

The chairman shall appoint a nominating committee prior to each election of officers, which shall present not more than two nominations for each officer to be elected. Additional nominations from the floor shall be in order.

(b) REMOVAL:

Any officer elected by the Board may be removed by the Board when he ceases to be a member of the Board of Directors or when his position on the Board is declared vacant by action of the Board pursuant to Article III, Section 2 of the Constitution.

(c) CHAIRMAN OF THE BOARD:

The chairman of the Board shall call all meetings of the Board and of the Executive Committee. He shall call special meetings of the Board upon the request of the Executive Committee or upon the written request of any seven (7) members of the Board. He shall preside at all meetings of the Board and of the Executive Committee, shall appoint the additional members of the Executive Committee, and shall appoint the standing committees. He shall perform such other duties incident to the office of chairman of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

(d) VICE CHAIRMAN:

In the absence of the chairman or in the event of his inability to act, the vice chairman shall perform the duties of the chairman of the Board, and when so acting, shall have all of the powers and duties conferred upon the chairman. The vice chairman shall also perform such other duties as may from time to time be assigned to him by the chairman, the Executive Committee, or by the Board of Directors.

(e) SECRETARY:

The secretary shall keep the minutes of the meetings of the Board of Directors and of the Executive Committee, shall receive and file for record reports of committees of the Board, see that all notices are duly given in accordance with the provisions of the Constitution and these By-Laws, be custodian of the corporate records and of the seal of the corporation, see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation is duly authorized in accordance with the provisions of the Constitution or these By-Laws, keep a register of the post office address of each member of the Board, and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him by the chairman or by the Board of Directors.

(f) TREASURER:

The treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for the safe keeping of all funds and securities of the corporation, receive and give receipt for monies due and payable to the corporation from any source whatever and deposit such monies in the name of the corporation in such banks or other depositaries as shall be selected by the Board of Directors; and in general he shall perform all the duties incident to the office of treasurer and such other duties as may from time to time be assigned to him by the chairman or by the Board of Directors. He shall present to the Board at the end of each fiscal year, and when otherwise requested by the Board, a full statement of the financial condition of the corporation. The treasurer may be a banking institution.

ARTICLE II - COMMITTEESSection 1. EXECUTIVE COMMITTEE:

The Executive Committee of the Board shall consist of the chairman, the vice chairman and the secretary of the Board of Directors, two additional members selected annually from the Board of Directors by the chairman, and the chairmen of standing committees of the Board. Each supporting synod shall be represented on the Executive Committee. The president of the Seminary and the treasurer of the Board shall be advisory members. Between meetings of the Board, the Executive Committee shall act for and on behalf of the Board in all matters referred to it by the Board, may receive reports from standing committees and special committees and direct the action of said committees until the next board meeting, shall consult with and assist the president of the Seminary, and shall adopt the proposed agenda for the next meeting of the Board of Directors.

Section 2. FINANCE COMMITTEE:

The Finance Committee shall consist of five members appointed annually by the chairman of the Board at or immediately following the annual meeting of the Board. This Committee shall be charged with the responsibility of recommending fiscal policies to the Board. It shall receive reports from the treasurer and shall assist him in the management of the finances of the Seminary. On the advice of the treasurer and the investment advisor of the Seminary, it shall make such changes in

investments as it deems proper and shall report such changes to the Board. It shall review for the Board, prior to presentation to the Board, the annual budget prepared by the administration, and it shall provide an annual audit of the treasurer's records and funds.

Section 3. BUILDING AND GROUNDS COMMITTEE:

The Building and Grounds Committee shall be composed of three members appointed annually by the chairman of the Board. This Committee shall be charged with the function of studying the physical needs of the campus of the Seminary, shall recommend to the Board such repairs, improvements or replacements of or additions to property and equipment as it deems necessary or advisable, and between meetings of the Board may initiate such changes as can be made within budgetary limits, subject to later approval by the Board of Directors. This Committee shall also perform such other duties as may be assigned to it by the Board or the Executive Committee.

ARTICLE III - ADMINISTRATION

Section 1. PRESIDENT OF THE SEMINARY:

Among the duties of the president shall be the following:

- a. To serve as executive officer of this Seminary;
- b. To serve as chairman of the Faculty;
- c. To promote the objects of this Seminary and its ideals of scholarship;
- d. To encourage Christian fellowship and concord in the Seminary community;
- e. To foster living relationships between this Seminary, its supporting synods, the Lutheran Church in America, and its Board of Theological Education;
- f. To give attention to the devotional and worship life of the faculty and students;
- g. To exercise such disciplinary power as is hereinafter prescribed;
- h. To appoint faculty committees; and
- i. To present to the Board an annual written report on the state of the Seminary.

Section 2. VACANCY IN THE OFFICE OF PRESIDENT:

(a) Upon the death or the resignation of the president of the Seminary, the office shall be vacant. Also, the Board of Directors may declare the office of president to be vacant in the event that the incumbent becomes too ill or disabled to carry on the duties of the office.

(b) When the office of president becomes vacant, the Board of Directors shall meet and shall appoint an acting-president, who shall, during the period of the vacancy, have all the duties and powers of president. An acting president shall be appointed after consultation with the faculty.

Section 3. REMOVAL OF THE PRESIDENT:

(a) If definite charges of inefficiency or neglect of duty be preferred against the president and be presented in writing to the chairman of the Board by three responsible persons, the chairman shall bring a copy of the charges to the president privately. If the chairman shall deem the charges sufficiently serious, he shall bring the charges to the Board.

The Board may cite the president to appear, and after reasonable notice has been given him in writing, proceed to hear evidence upon the preferred charges in his presence. If the president shall refuse to appear, or unnecessarily delay his appearance the Board may hear evidence and come to a decision. A two-thirds (2/3) affirmative vote of those present and voting shall be necessary to sustain the charges. In case the charges are sustained, the Board of Directors shall have the power to suspend or dismiss the president upon a two-thirds (2/3) affirmative vote of those present and voting.

(b) If the charges involve false doctrine or un-Christian conduct the matter shall be referred to the synod of which the president is a member for disciplinary action in accordance with the provisions of Section II, item 13 of the By-Laws of the Lutheran Church in America.

Section 4. ACADEMIC DEAN:

The academic dean shall be responsible to the president, and among his duties shall be the following:

- a. To arrange, in cooperation with the faculty, courses of study and class schedules;
- b. To supervise academic relationships within the faculty and between the faculty and students;
- c. To enforce academic rules adopted by the faculty and Board of Directors;
- d. To exercise general supervision over the academic program assigned.
- e. To serve as chairman of the faculty in the absence of the president.

ARTICLE IV - FACULTY

Section 1. MEETINGS:

The faculty shall determine the time, place, and manner of holding its meetings, elect its own secretary, and keep proper records. A majority shall constitute a quorum.

Section 2. DUTIES AND POWERS:

In addition to its teaching responsibilities, the duties and powers of the Faculty shall be:

- a. To establish academic aims and policies;
- b. To determine the basic curriculum subject to the approval of the Board;
- c. To determine and maintain academic standards and grading policies, and to establish the time and manner of examinations;
- d. To admit students according to established policies and procedures;
- e. To recommend to the Board candidates for degrees;
- f. To recommend to the president the suspension or dismissal of students for cause; and
- g. To determine the academic year.

Section 3. TENURE:

Tenure shall be reserved for a member of the faculty who achieves the rank of Associate Professor or Professor. The Board shall take action upon promotions in academic rank upon recommendation by the president of the Seminary. A two-thirds (2/3) affirmative vote of those present and voting shall be required for promotion.

Section 4. ACADEMIC RANK:

The following academic ranks shall be established: instructor, assistant professor, associate professor, and professor.

- a. The rank of instructor shall usually be given to a person who serves as a member of the faculty temporarily;
- b. The rank of assistant professor shall usually be given to a person as he begins his career in the Seminary when it is clearly the intention of the Board of Directors that he may later achieve tenure.
- c. The rank of associate professor shall usually be given to a person who has completed three years of satisfactory work as assistant professor.
- d. The rank of professor shall usually be given to a person who has completed three years of satisfactory work as associate professor and who has earned a Doctor's Degree (or its equivalent).

Section 5. VISITING PROFESSOR:

A member of the faculty on leave from another educational institution or from service in the church shall usually be appointed as a visiting professor or lecturer.

Section 6. LEAVES:

The Board shall provide sabbatical or other leaves for a faculty member upon the recommendation of the president.

Section 7. REMOVAL OF FACULTY MEMBERS:

If definite charges of inefficiency or neglect of duty be preferred against any ordained member of the faculty or if definite charges of inefficiency, neglect of duty, false doctrine or un-Christian conduct be preferred against any unordained member of the faculty and, if these charges are presented in writing to the president of the Seminary by one or more responsible persons, he shall bring a copy of the charges to the person concerned privately. If the president finds that further action is required, he shall have authority to suspend the faculty member, referring the matter to the Board for final decision. The Board or its Executive Committee may cite the person in question to appear after reasonable notice has been given him in writing, and proceed to hear evidence upon the preferred charges in his presence. If the said person shall refuse to appear or unnecessarily delay his appearance, the Board may proceed to hear the evidence and come to a decision. A two-thirds (2/3) affirmative vote shall be necessary to sustain the charges. In case the charges are sustained the Board of Directors shall have the power to suspend, dismiss or otherwise discipline the said faculty member upon a two-thirds (2/3) affirmative vote.

If the charges involve false doctrine or un-Christian conduct by an ordained member of the faculty, the matter shall be referred to the synod of which he is a member for disciplinary action in accordance with the provisions of Section II, item 13 of the By-Laws of the Lutheran Church in America.

ARTICLE V - RETIREMENT OF PERSONNEL

Section 1. The age of retirement for all personnel of this Seminary shall be 68 years, and retirement shall begin not later than the thirty-first day of August following the person's 68th birthday. The optional age of retirement shall be 65 years.

Section 2. Those who were members of the faculty on May 2, 1950, may defer their retirement to the thirty-first day of August following their 72nd birthday anniversary, and other faculty members below retirement age at the time this By-law was adopted may defer their retirement to the thirty-first day of August following their 70th birthday anniversary.

ARTICLE VI - AMENDMENTS

These By-Laws and any subsequent amendments may be amended by a two-thirds (2/3) vote of the members of the Board of Directors present and voting at any meeting of the Board, provided, however, that notice of the proposed change in the By-Laws shall have been mailed to each member of the Board, together with a copy of the proposed change, within the same time and in the same manner as notices of meetings are required to be given in the Constitution or these By-Laws.

Constitution and By-Laws
Adopted May 5, 1964